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**廣州藥業股份有限公司**

**Guangzhou Pharmaceutical Company Limited**

*(a joint stock company with limited liability established in the People's Republic of China)*

(H Share Stock Code: 0874)

**ANNOUNCEMENT OF RESOLUTIONS PASSED AT  
THE 15<sup>th</sup> MEETING OF THE FIFTH SESSION OF THE BOARD**

The 15<sup>th</sup> meeting of the fifth session of the board of directors (the “Board”) of Guangzhou Pharmaceutical Company Limited (the “Company”) was held on 14 May 2012 at the Company’s conference room, 2<sup>nd</sup> Floor, 45 Sha Mian North Street, Liwan District, Guangzhou City, Guangdong Province, the People’s Republic of China (the “PRC”), notice of which was dispatched on 10 May 2012 by way of fax and email. All of the nine eligible directors attended the meeting. Mr. Yang Rongming, the chairman of the Board, presided over the meeting. The supervisors and senior management of the Company also attended the meeting. The meeting was convened and held in compliance with the requirements of the Company Law and the Articles of Association of the Company.

After due consideration by the Board, resolution numbered 1 was passed with 8 affirmative votes, 0 dissenting vote and 0 vote abstaining from voting. Mr. Li Chuyuan, being connected director, abstained from voting on resolution numbered 1. Resolution numbered 2 set out below was passed with 9 affirmative votes, 0 dissenting vote and 0 vote abstaining from voting.

1. Entering into the Trade Name License Agreements of “Baiyunshan” between Guangzhou Baiyunshan Pharmaceutical Co., Ltd. and certain subordinate manufacturing enterprises of the Company (details of which refer to the announcement in relation to the continuing connected transaction published by the Company on the same day).
2. The amendment to The Working Procedures of the Secretary to the Board of the Company (the text of which has been published on the website of The Shanghai Stock Exchange).

This announcement is made pursuant to Rule 13.09 (2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The Board of  
**Guangzhou Pharmaceutical Company Limited**

Guangzhou, the PRC, 14 May 2012

*As at the date of this announcement, the Board comprises Mr. Yang Rongming, Mr. Li Chuyuan, Mr. Shi Shaobin and Mr. Wu Changhai as executive directors, and Mr. Liu Jinxiang, Mr. Li Shanmin, Mr. Zhang Yonghua, Mr. Wong Lung Tak Patrick and Mr. Qiu Hongzhong as independent non-executive directors.*